

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

DIAMOND FOODS, INC.,

Defendant.

NO. 3:14-cv-00123-WHA

~~PROPOSED~~ ORDER TO APPOINT A TAX ADMINISTRATOR

The Court, having reviewed Plaintiff Securities and Exchange Commission's ("SEC" or "Commission") Motion to Appoint a Tax Administrator and for good cause shown,

IT IS HEREBY ORDERED:

1. Damasco & Associates, LLP is appointed as Tax Administrator to execute all income tax reporting requirements, including the preparation and filing of tax returns, for all funds under the Court's jurisdiction in this case (the "Distribution Fund").
2. Damasco & Associates, LLP shall be designated the Tax Administrator of the Distribution Fund, pursuant to section 468B(g) of the Internal Revenue Code (IRC), 26 U.S.C. §468B(g), and related regulations, and shall satisfy the administrative requirements imposed by those regulations, including but not limited to (a) obtaining a taxpayer identification number, (b) filing applicable federal, state, and local tax returns and paying taxes reported thereon out of the Distribution Fund, and (c) satisfying any information, reporting, or withholding requirements imposed on distributions from the

Distribution Fund. Upon request, the Tax Administrator shall provide copies of any filings to the Commission's counsel of record.

3. The Tax Administrator shall be entitled to charge reasonable fees and expenses for tax compliance services in accordance with its agreement with the Commission.

4. The Commission staff is authorized to approve and arrange payment of all future tax obligations and tax administrator fees and expenses owed by the Distribution Fund directly from the Distribution Fund without further order of the Court.

Dated: October 18, 2016.

A handwritten signature in blue ink, appearing to read "W. A. [unclear]", written over a horizontal line.

United States District Judge